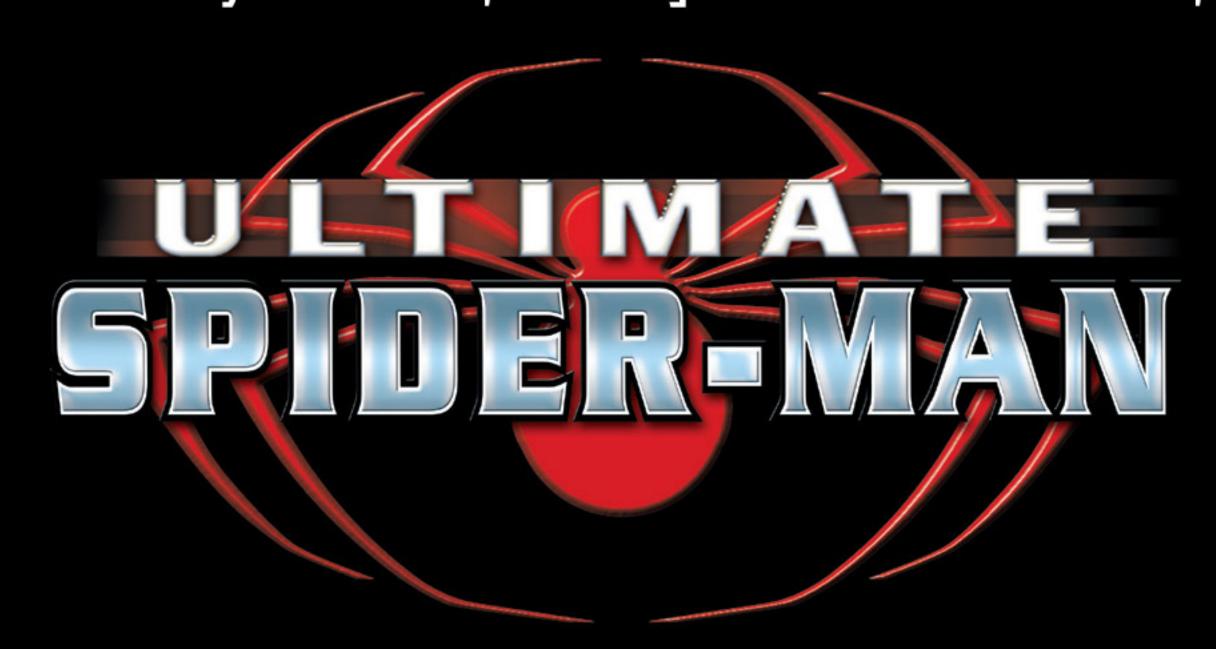


The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!





## PREVIOUSLY IN ULTIMATE SPIDER-MAN...

The Ultimatum wave has destroyed New York City. With no warning a massive tidal wave crashed down on the island of Manhattan, killing millions of people in the blink of an eye.

When the tidal wave subsided, Spider-Man helped search for survivors in the watery hell that was Midtown.

He then found himself face-to-face with the Incredible Hulk.

Spider-Man seemed to not survive the encounter.

Kitty Pryde and Spider-Woman searched for Peter but only found his torn mask. MJ, Gwen Stacy and Aunt May all survived the attack but are horrified when Kitty brings them the horrible news.

J. Jonah Jameson, publisher of the Daily Bugle, was witness to Spider-Man's last day of heroics. After months of bashing Spider-Man because it sold newspapers, the event profoundly changed him.

Brian Michael  Bendis  WRITER		Mark Stuart Immonen PENCILERS	Scott Hanna	Wade von Grawbadger INKERS
Pete Just Pons COLOR		VC's Cory Petit LETTERER	Stuart Immonen COVER ART	Paul Acerios PRODUCTION
	Mark Paniccia SENIOR EDITOR	JOE Quesada EDITOR IN CHIEF		Alan fine EXEC. PRODUCER









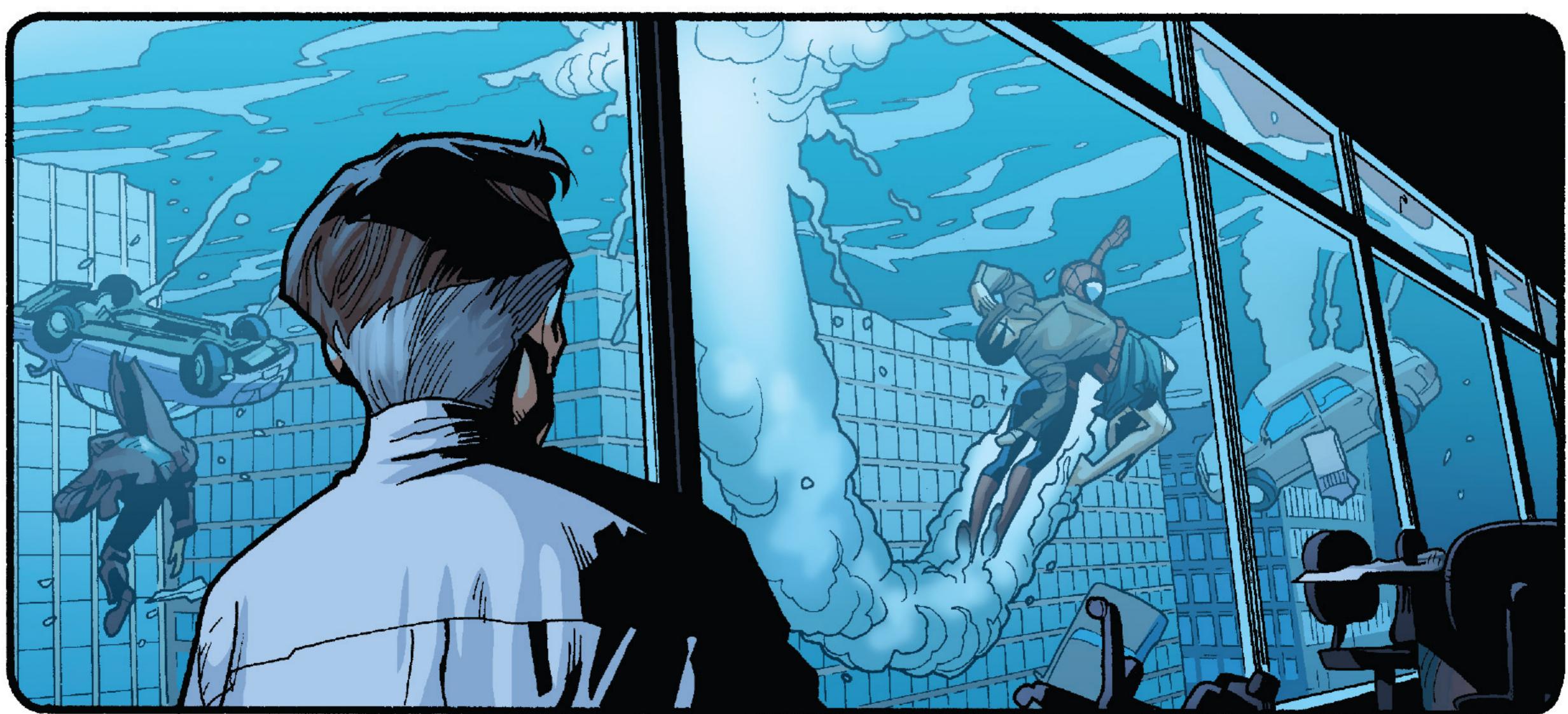








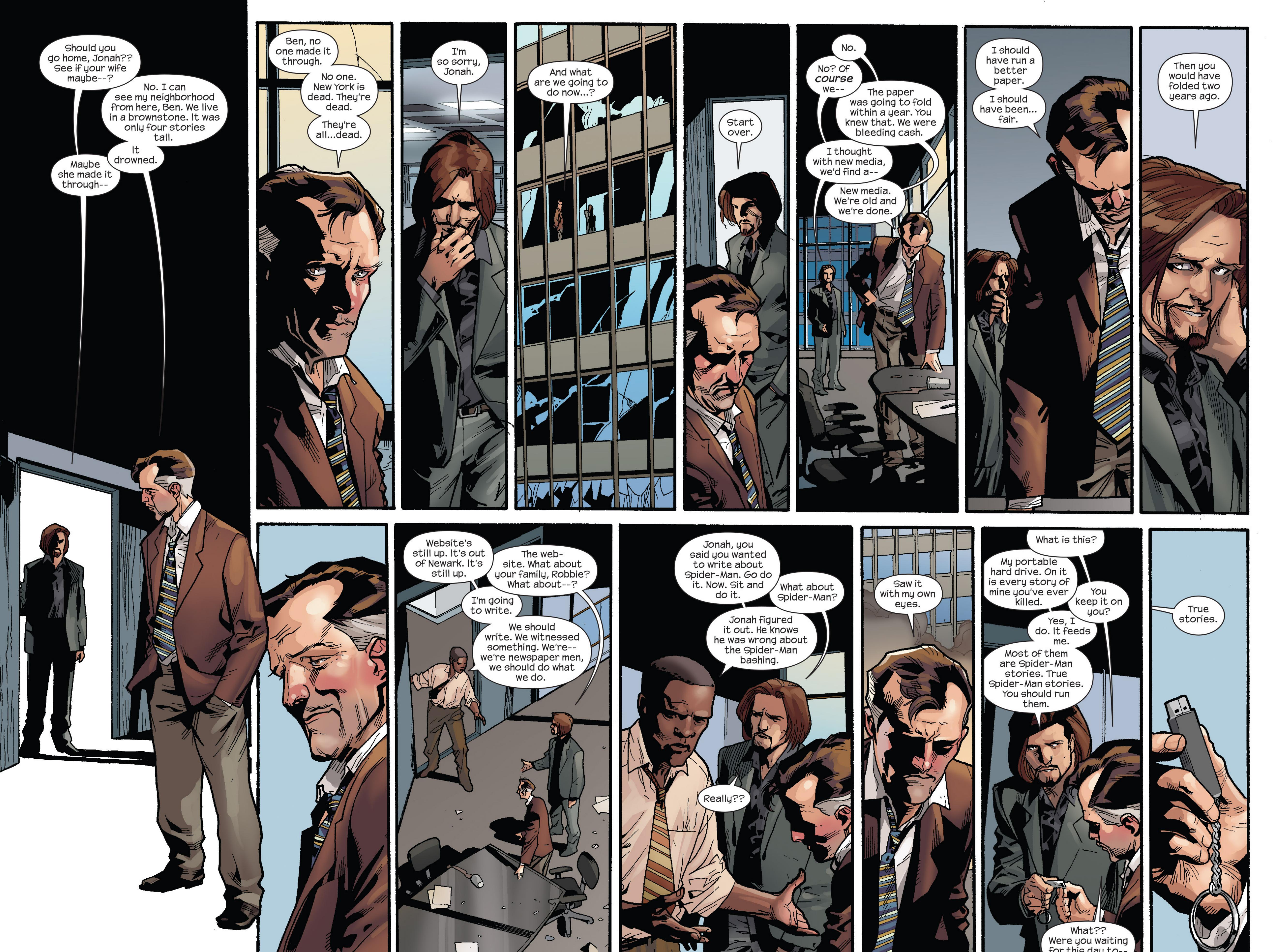










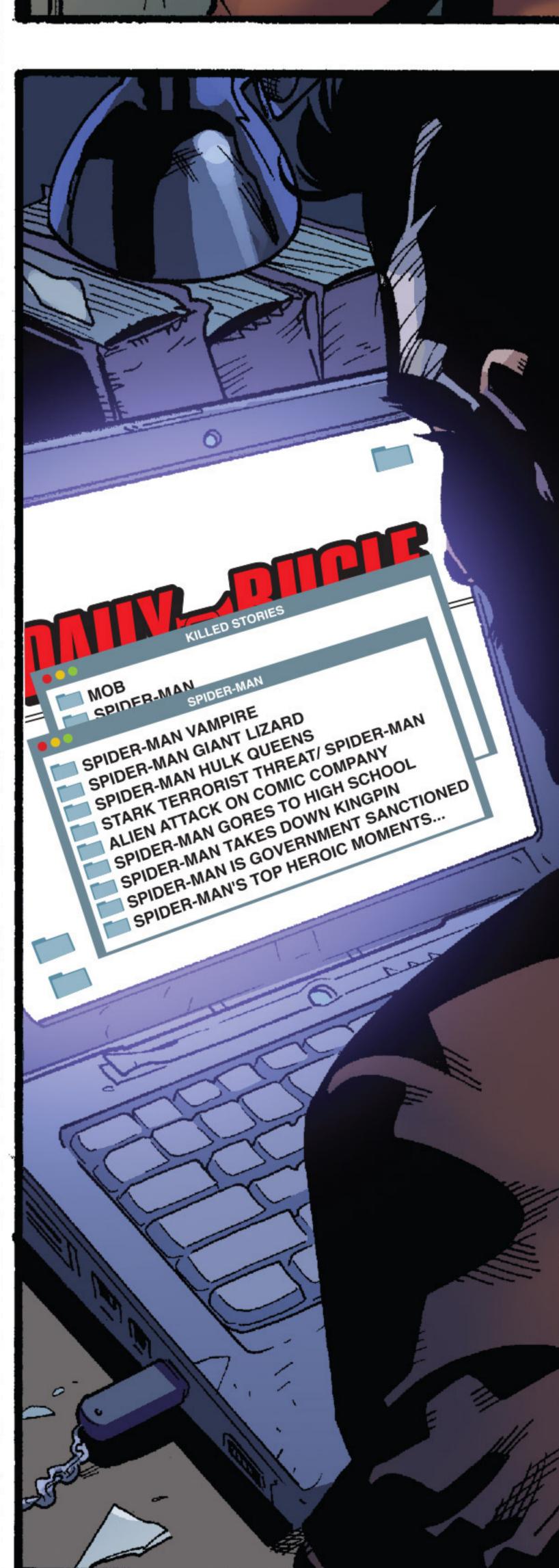








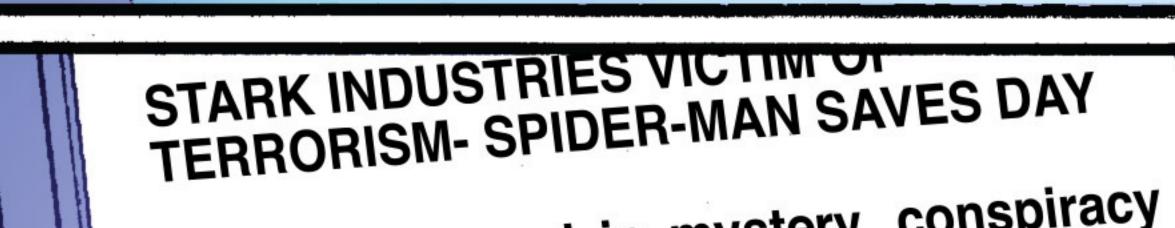












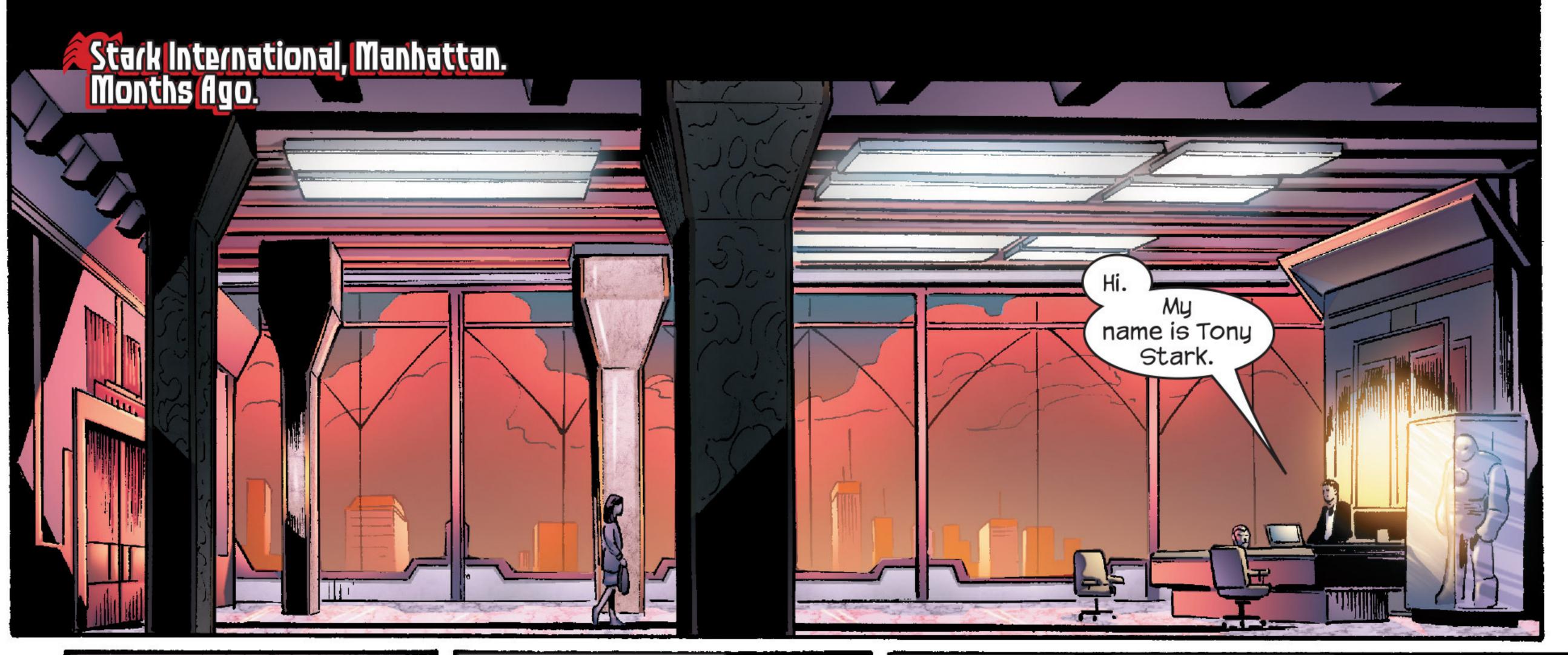
A story wrapped in mystery, conspiracy and shadow. That is the word coming from Stark Industries Midtown headquarters in New York City where the life of Tony ters in New York City where the life of Tony Stark may or may not have been in great Stark may or may not jeopardy in a fight that may or may not



STARK INDUSTRIES VICTIM OF TERRORISM- SPIDER-MAN SAVES DAY

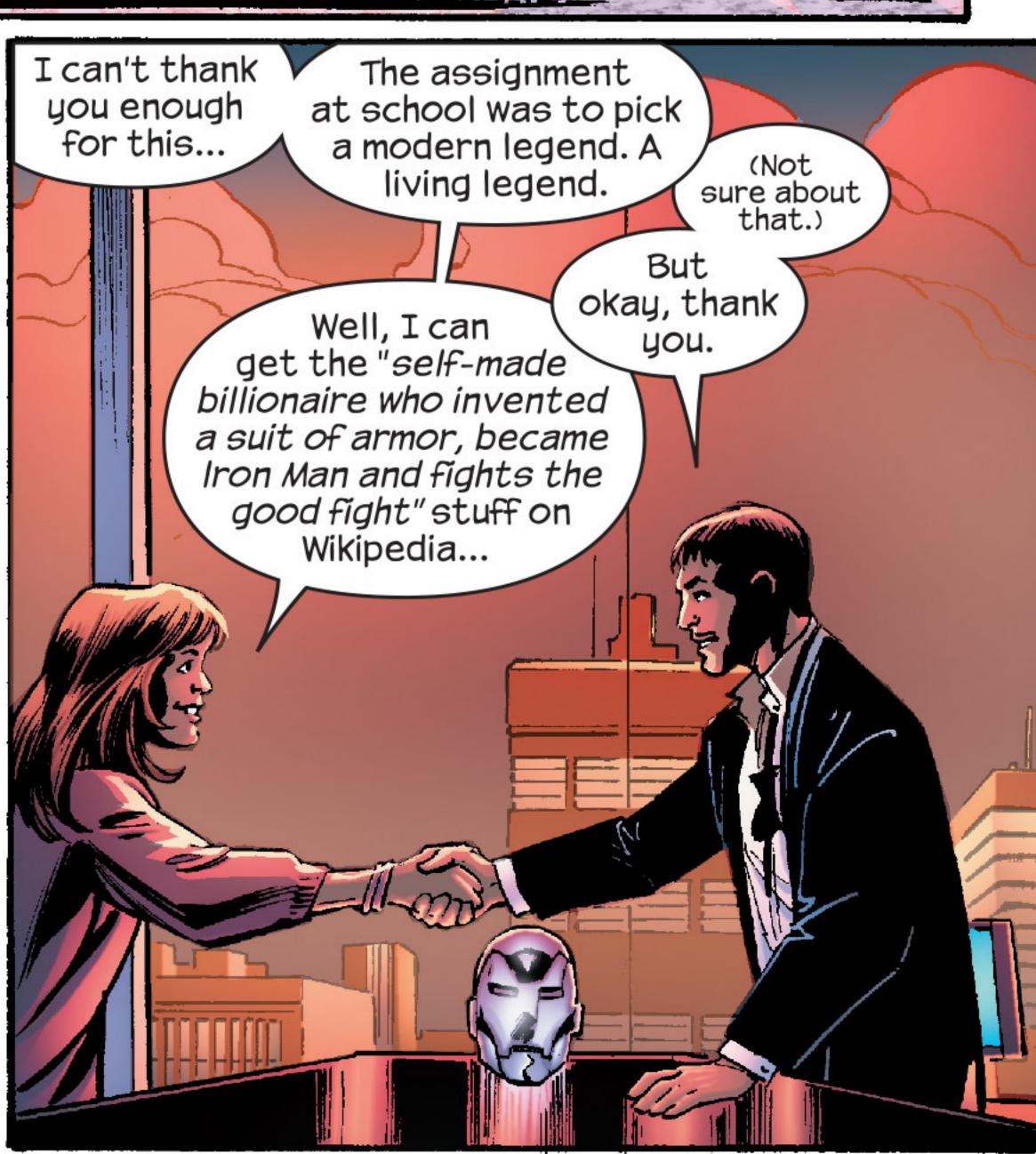
A story wrapped in mystery, conspiracy

That is the word coming





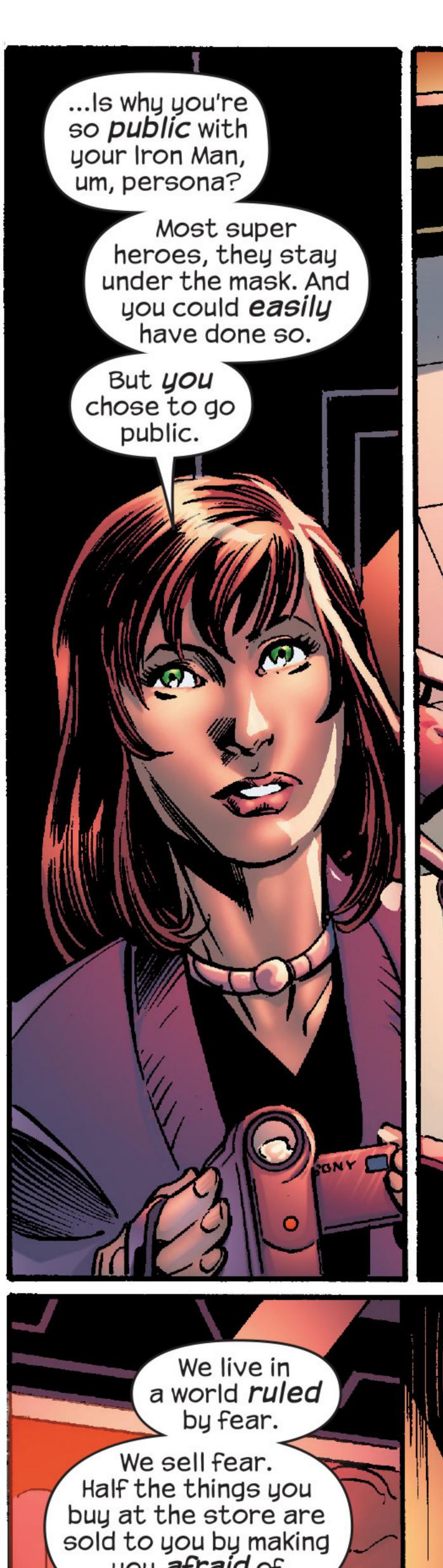




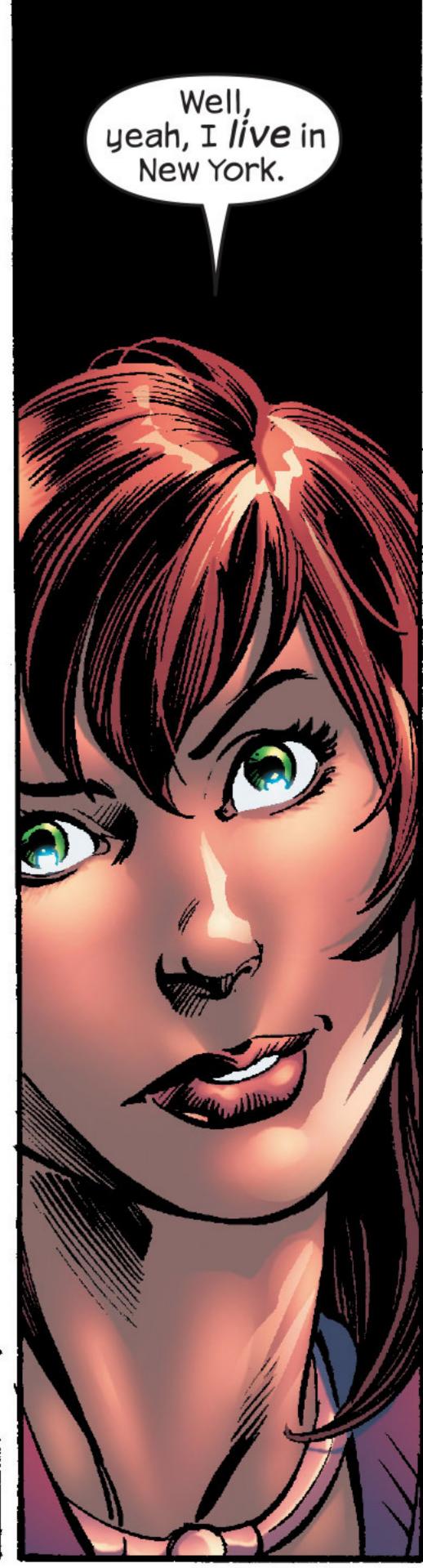












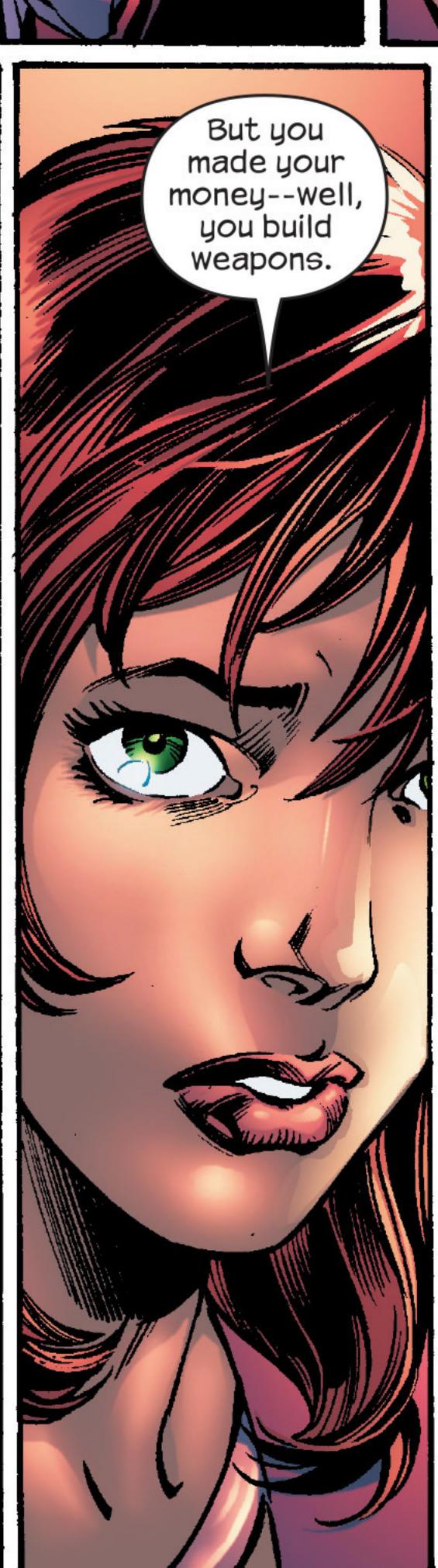
So do I. I guess--I want people to know I'm not afraid.

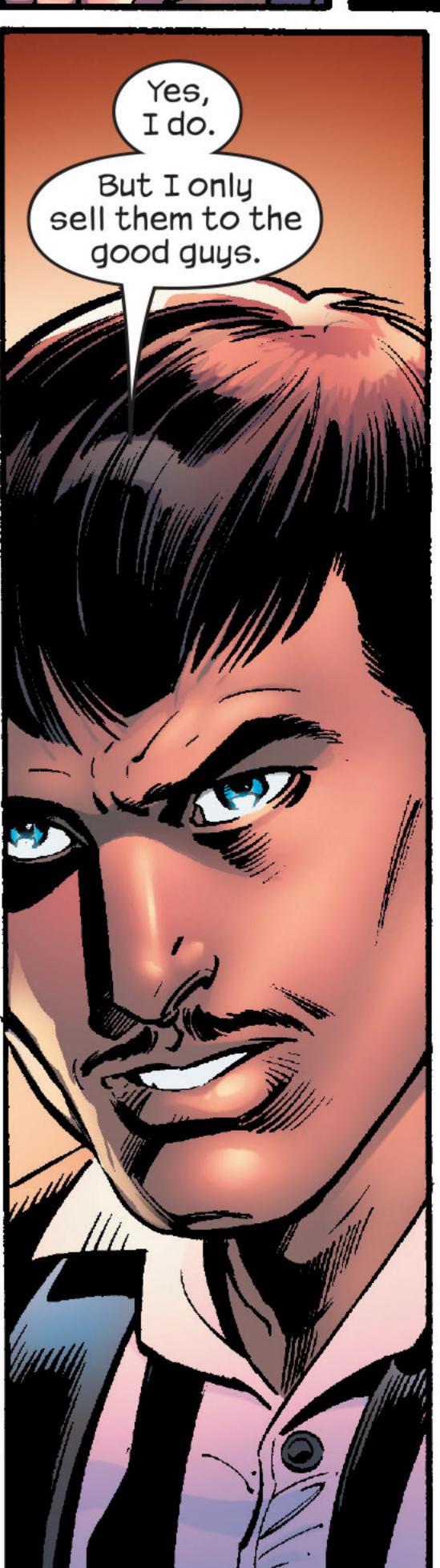
Maybe because
I'm rich and arrogant
and don't have any
children...

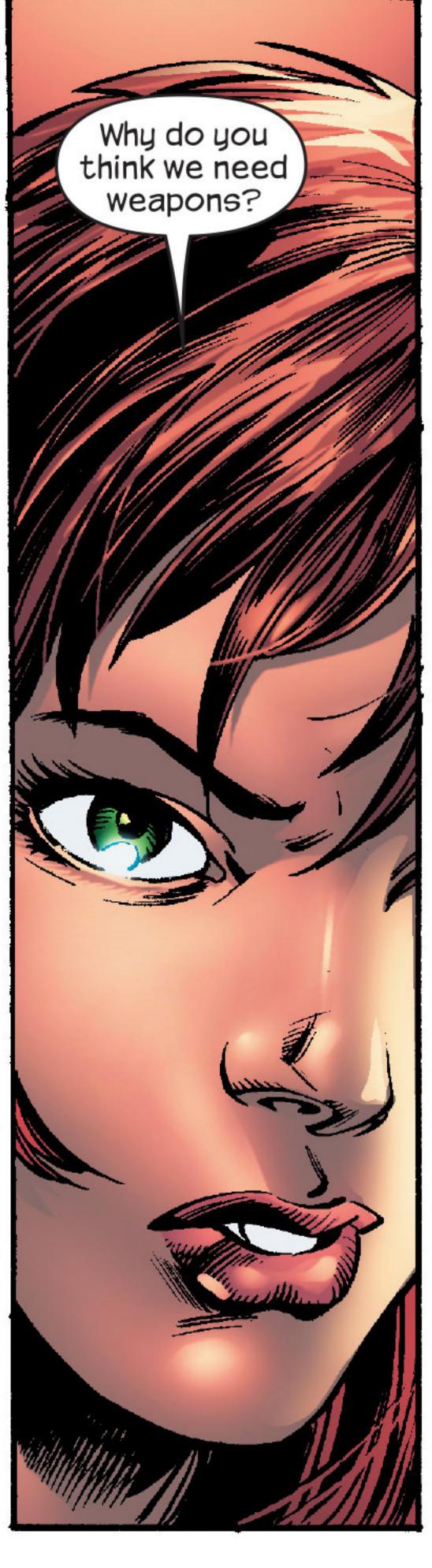
But *I'm* not afraid and I--there are those out there who *Want* us to be afraid...

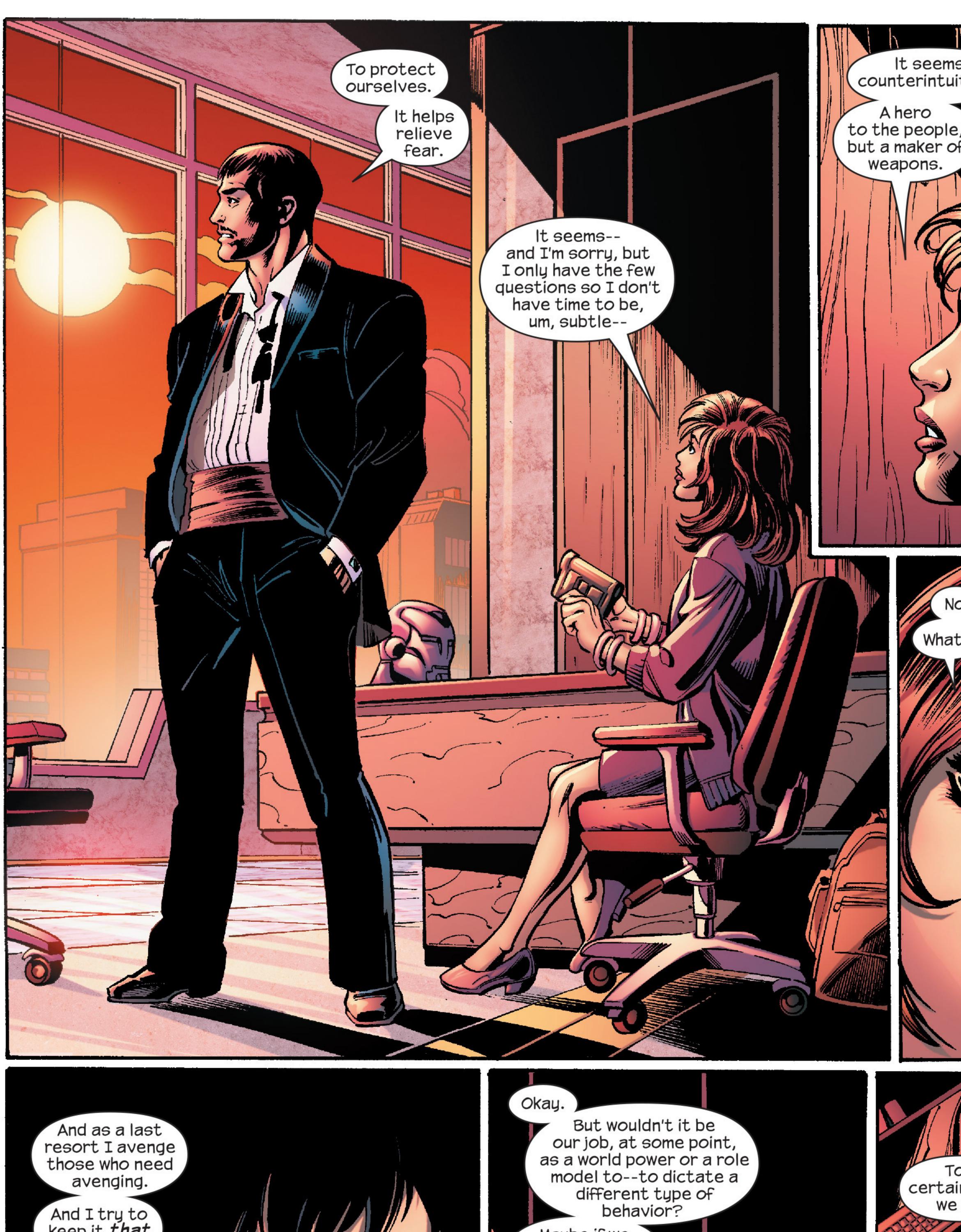
















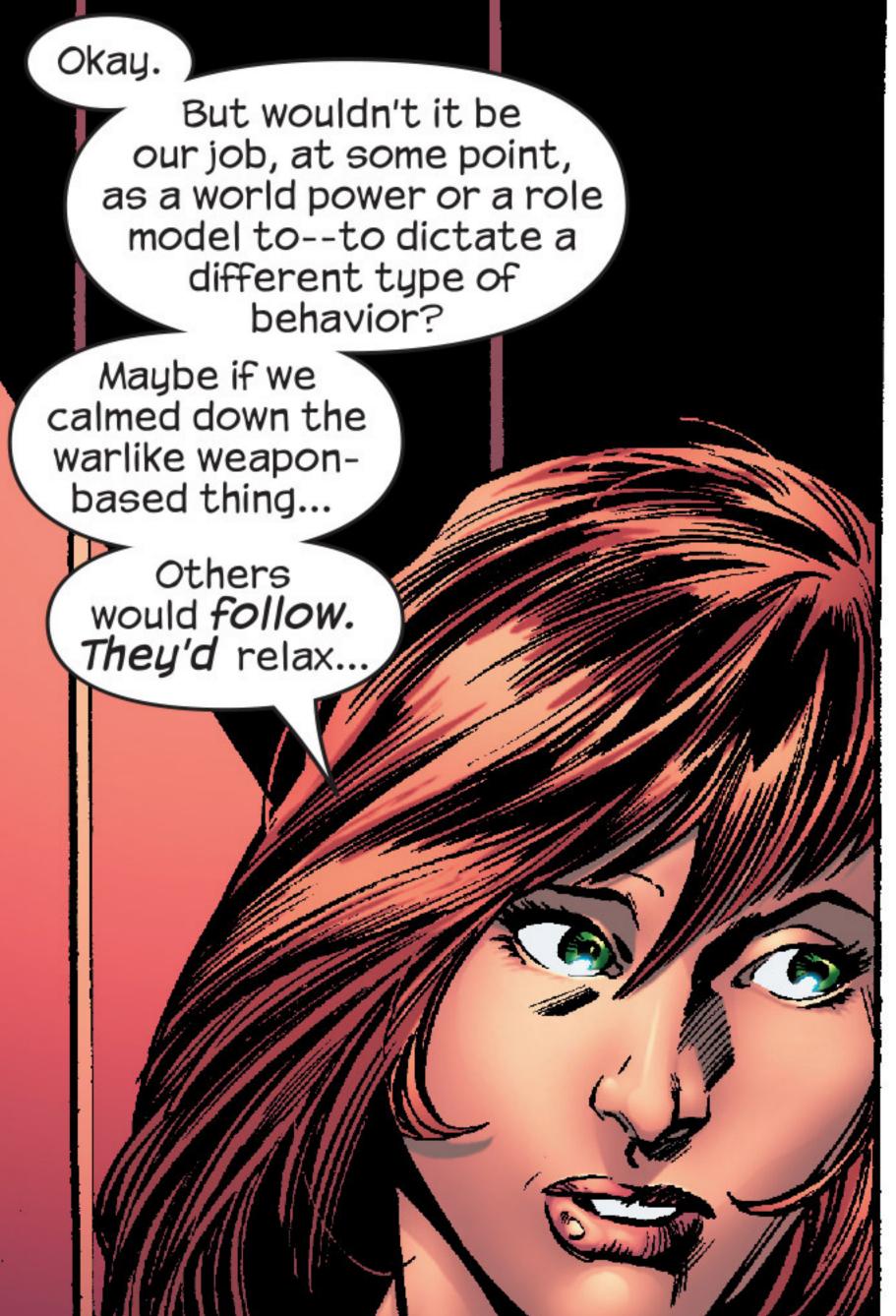














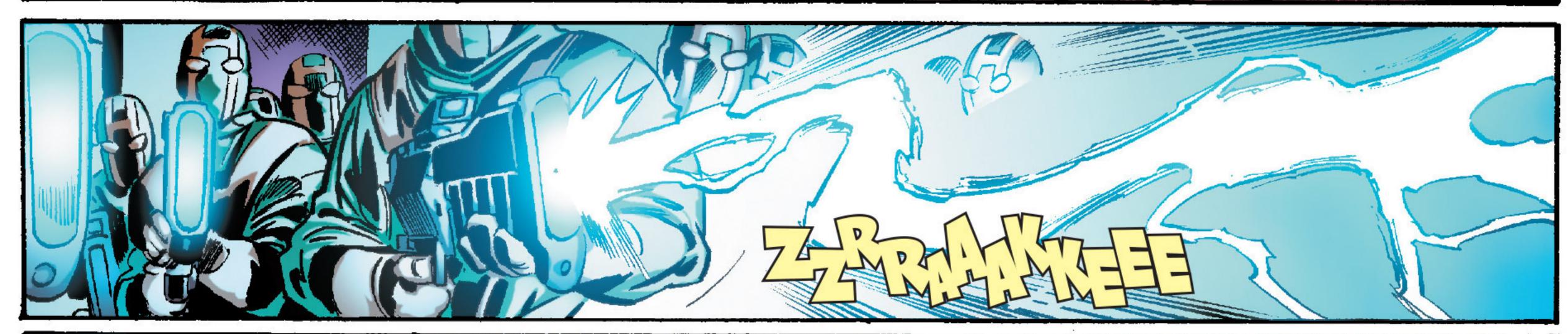






















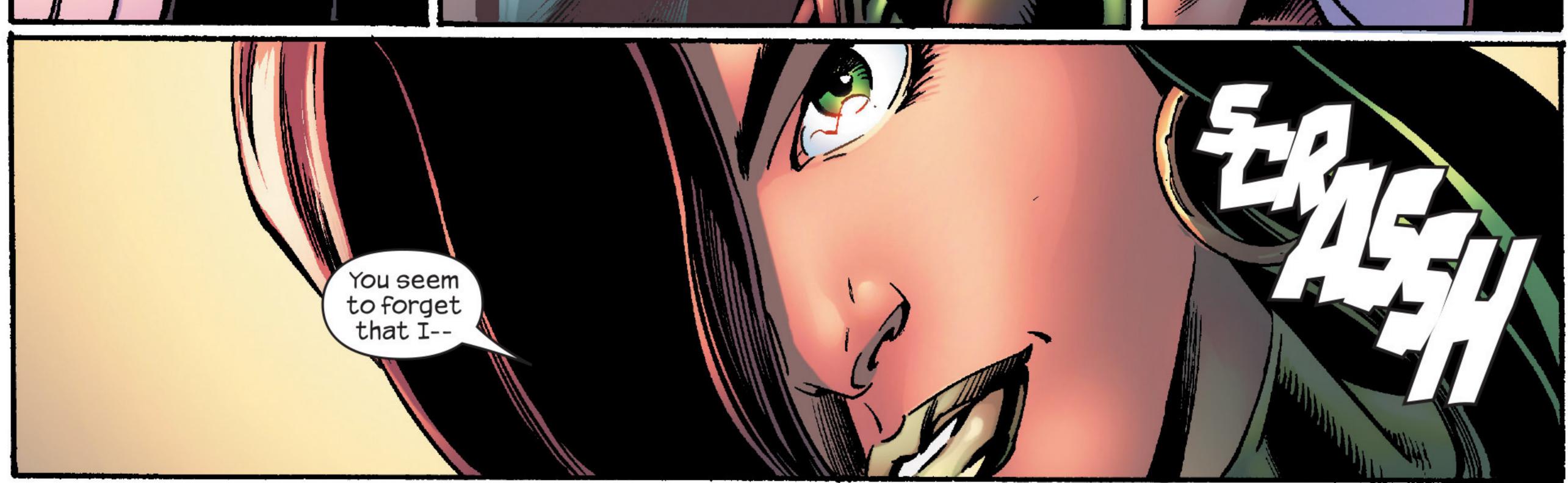












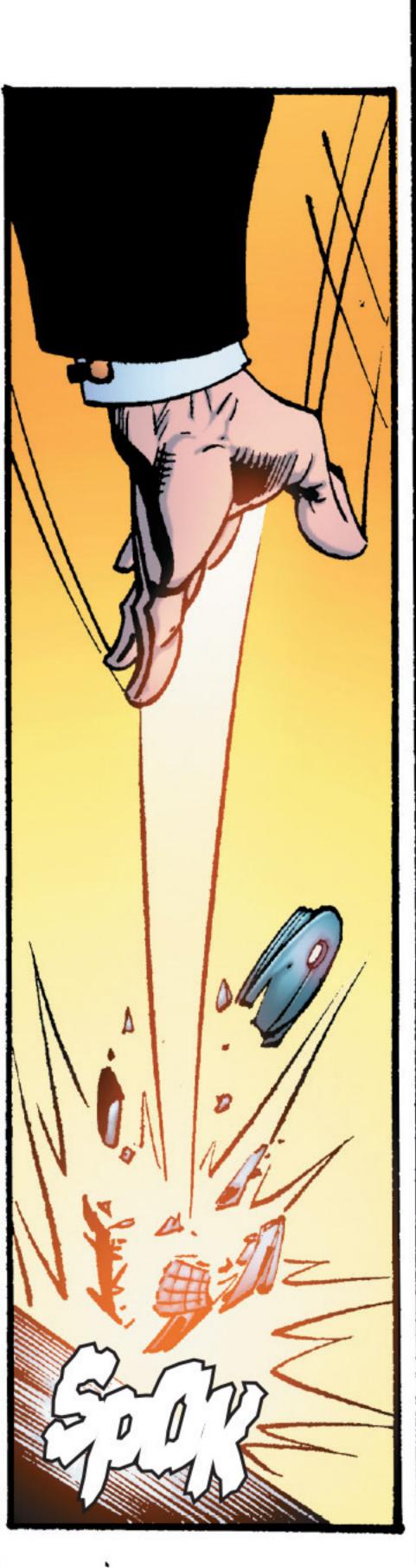














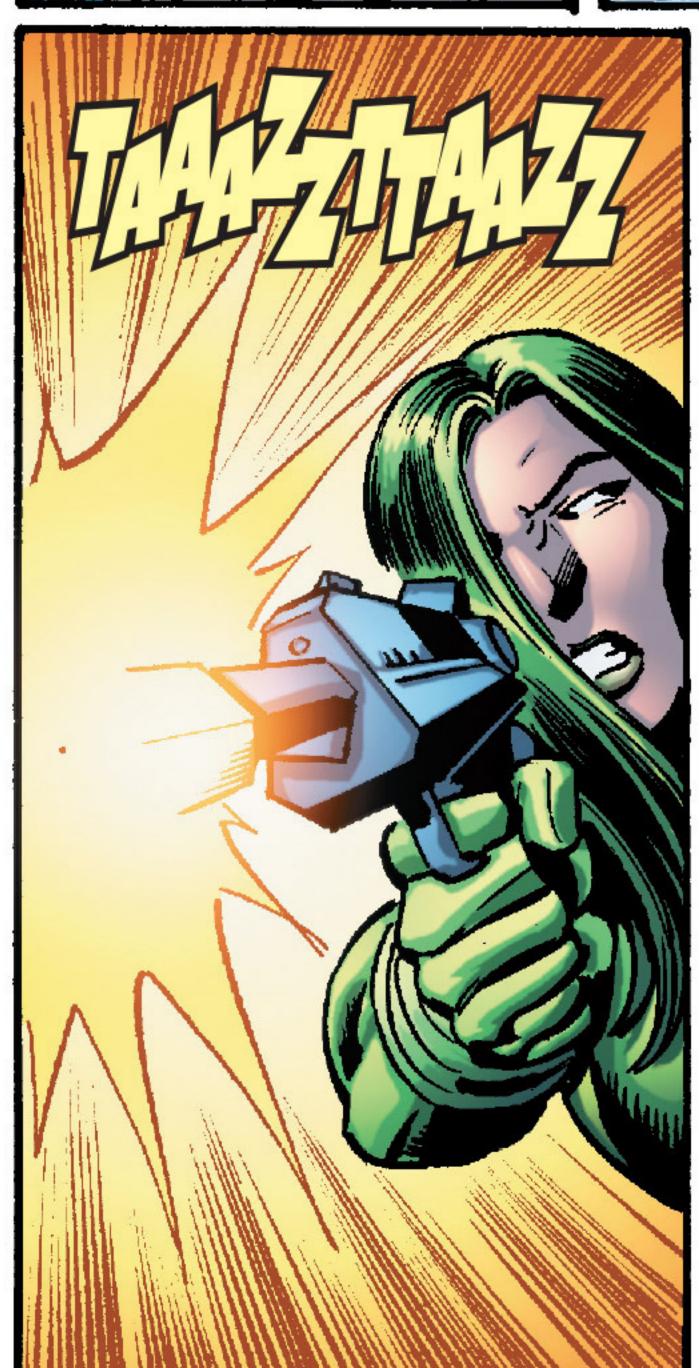


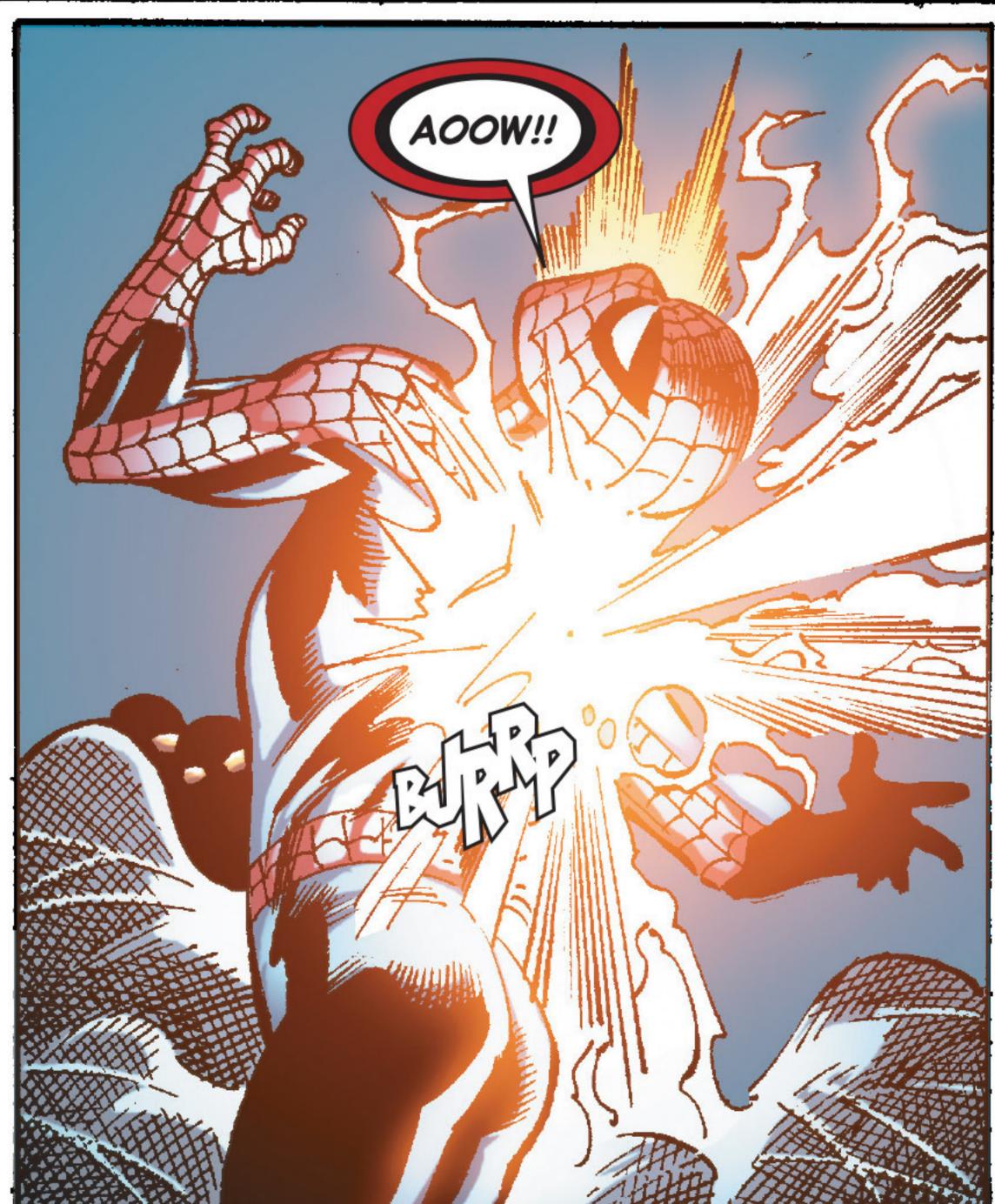








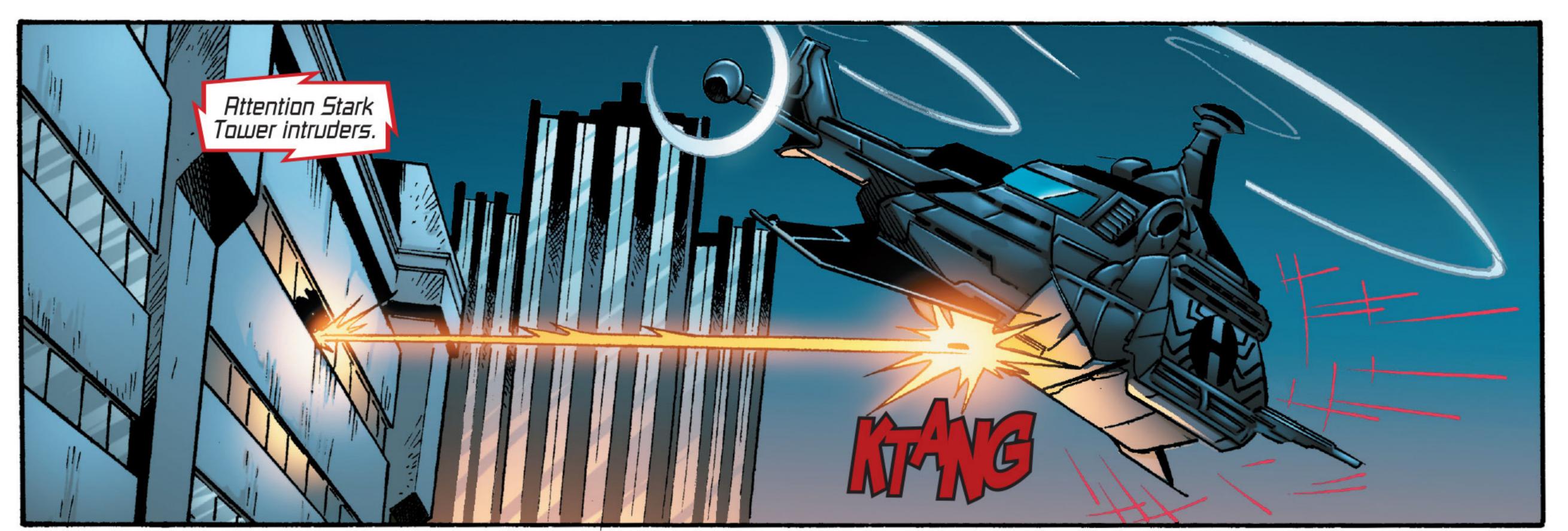


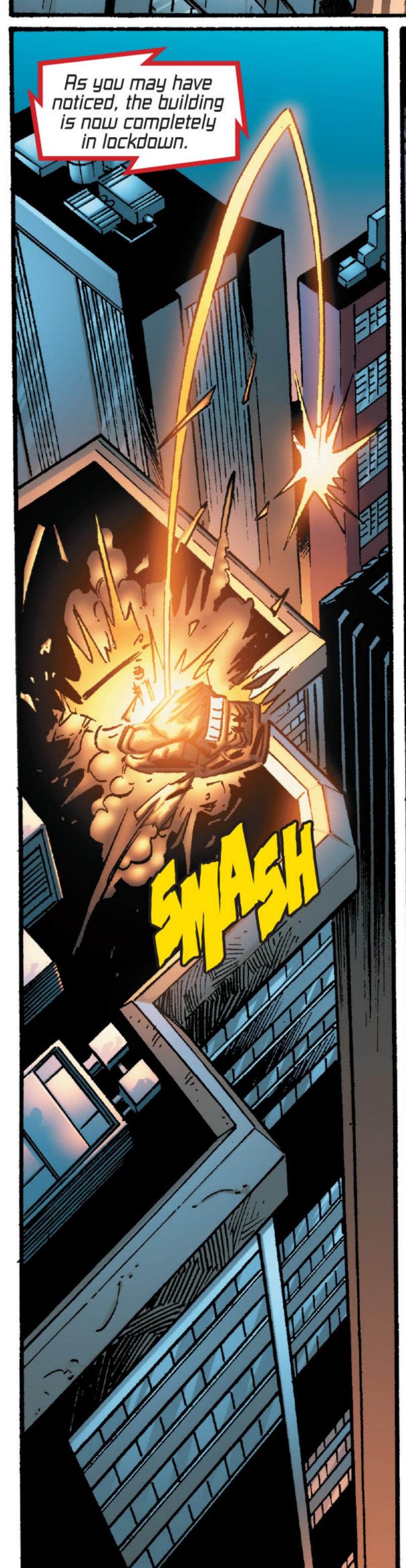




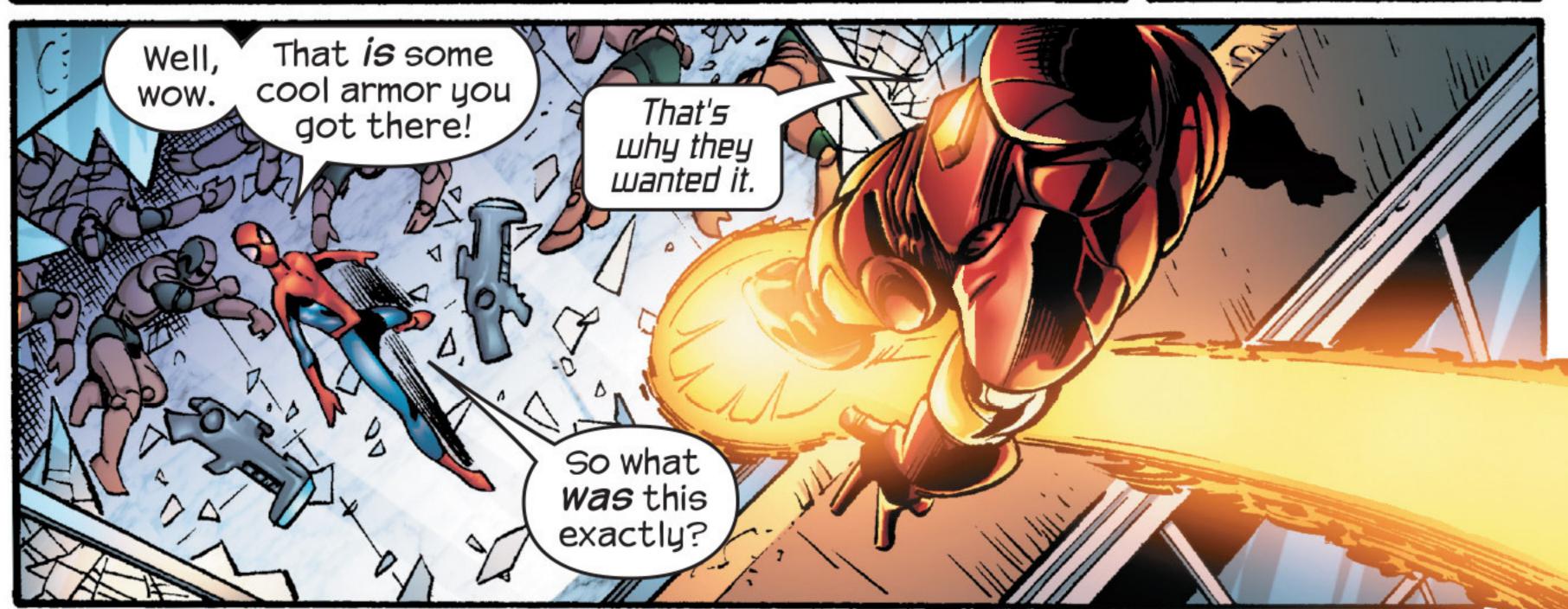


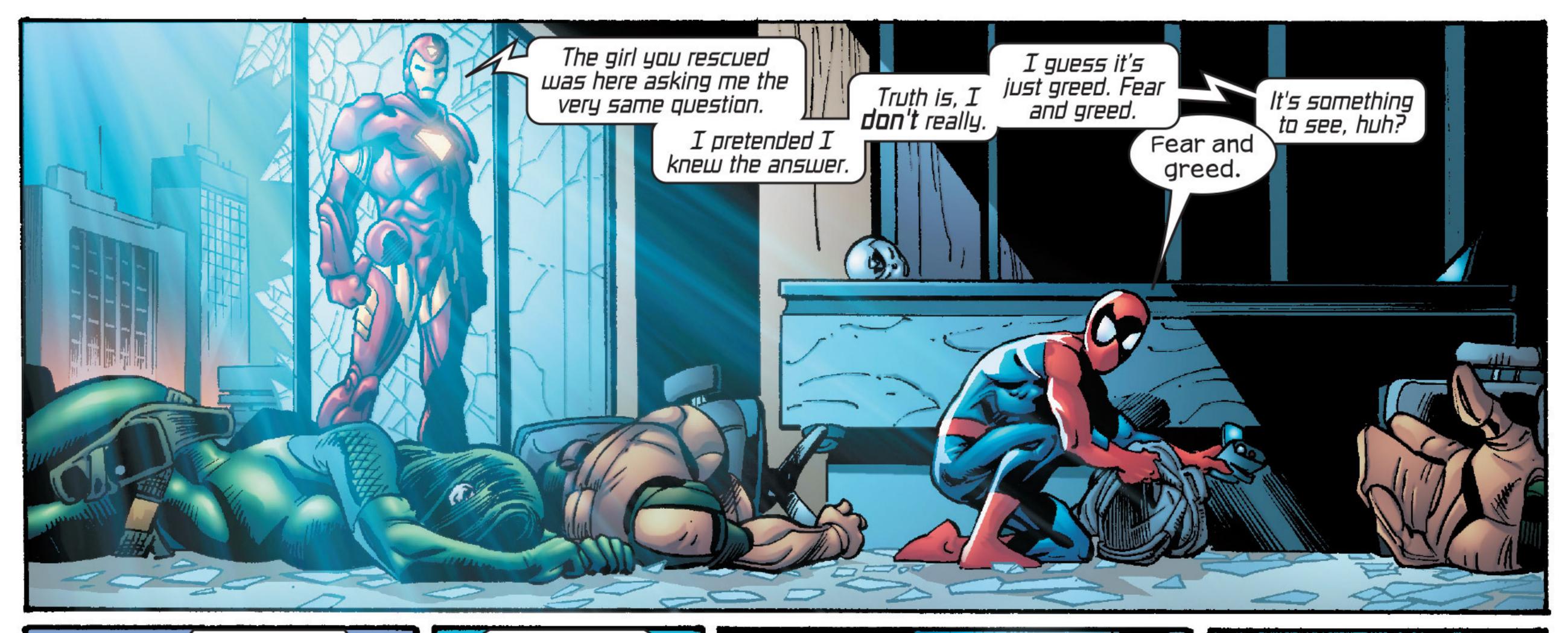






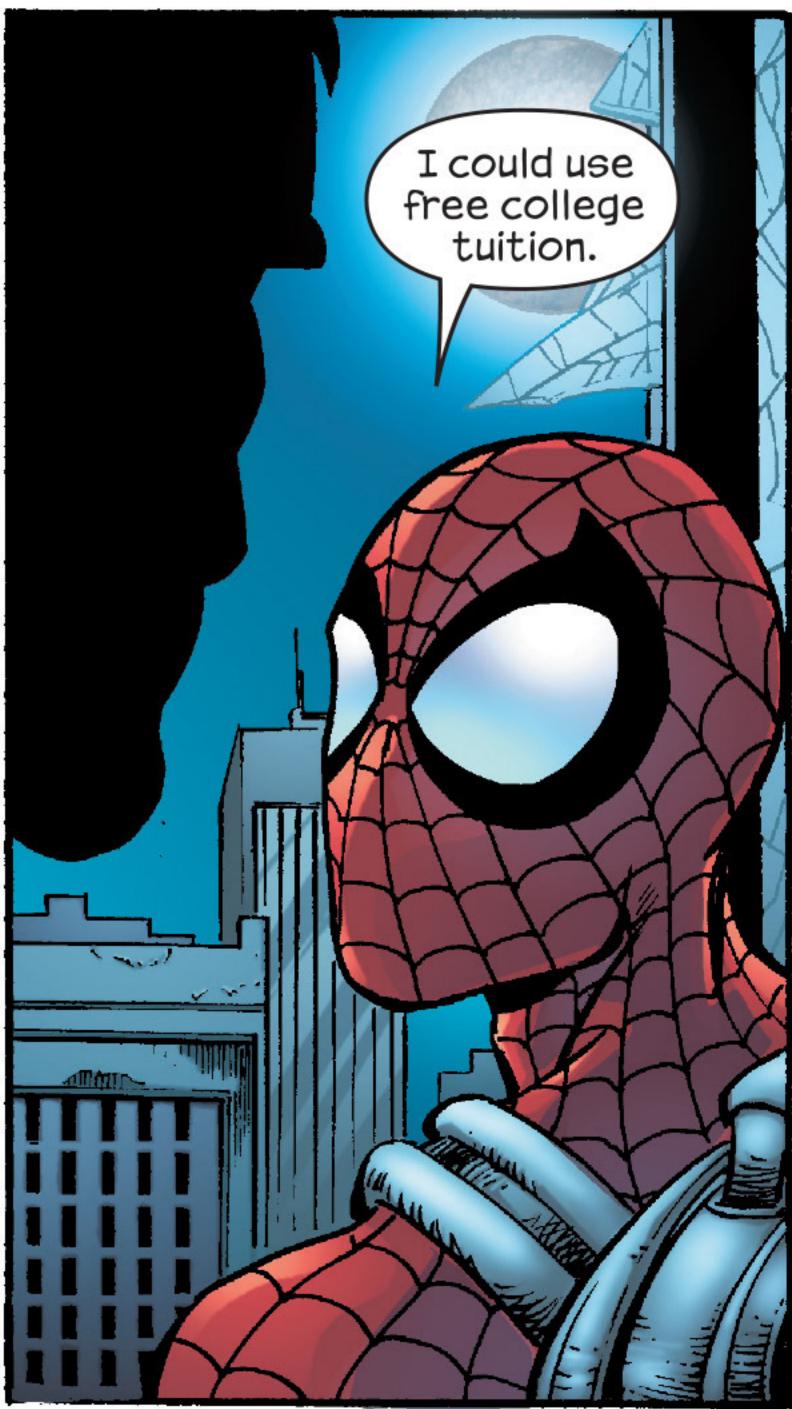




















## Spider-Man defines that word in every way.





